

Article I. NAME

The name of this corporation shall be the Vermont Association of the Deaf, Inc. (VTAD) a non-profit 501(c)3 Corporation in the State of Vermont. For the purpose of the by-laws, it is referred to as the Association.

Article II. OBJECTIVE

The Association shall be organized and operate mainly to preserve, safeguard, and advance the social, educational, economic, health and language rights of Deaf and Hard of Hearing and DeafBlind residents of Vermont.

Article III. MEMBERSHIP

Section 1.

Any individual who supports the purpose and goals of the Association may become a member of the Association.

Section 2. The membership is classified into two types of members: General Members and Associate Members.

Section 3. General Membership: Deaf, Hard of Hearing, and DeafBlind Individuals may become voting members of VTAD.

Section 3.1.

Those voting members who pay full Association membership dues and are in good standing shall enjoy full rights and privileges of membership including the right to:

- a. Make a motion at meetings
- b. Have voice and debating rights
- c. Vote at meetings for amendments to the By-Laws or for the Election of officers.
- d. Hold any office and serve on the Board of Directors
- e. Shall be Vermont Residents

Section 4. Associate Members: Children of Deaf Adults (CODA), non-signing individuals, and non-residents of Vermont in good standing may become associate members of VTAD.

Section 4.1.

- a. Have a voice and debating rights
- b. Vote at meetings for anything not related to election or bylaws

Section 5.

Membership dues shall be determined by a two-thirds (2/3) vote of the membership in attendance at the biennial state conference, upon recommendation by the Board of Directors.

Section 6.

A paid membership will be good for two (2) years from January 1st – December 31st.

Article IV. PROXY VOTING

Section 1. An active member of the Association may assign proxy voting privileges to another active member. This proxy must be signed and dated by the active member giving his/her vote and must name the person to whom they proxy vote has been given.

Section 2. Proxies may not be used to vote for amendments to the By-Laws or for the Election of officers.

Article V. EXECUTIVE OFFICERS

Section 1. Board of Directors:

The general management of the Association shall be vested in an Board of Directors which comprises of a president, vice-president, secretary, treasurer and member-at-large; In addition, the immediate past president may serve as a nonvoting ex-officio member of the board of directors. Past presidents may serve for the one term after the election.

Section 2. Powers and Limitations:

They shall hae the authority to carry out the by-laws of the Association and perform duties as are reasonably and lawfully necessary to meet the objectives of the Association.

Section 3. Officers Duties

1. President

1. Represents the Association in all appropriate activities.
2. Presides at meetings of the members and/or directors as its chairperson.
3. To see that order and quorum are maintained.
4. To see that all officers in the Board of Directors and committee chairperson's responsibilities are understood and carried out.

5. Develop business agendas for board and general meetings.
6. Appoints committees.
7. Shall cast the final and deciding vote in all matters except elections.
8. Shall see that all the by-laws of the Association are carried out.
9. Shall countersign all monies issued by the treasurer for all amounts over \$200..

2. Vice President

1. In the absence or disability of the president, the vice-president shall assume all duties of the president.
2. Preside at the meetings in the absence of the president.
3. Perform specific assignments as requested by the President.
4. Assist in the training of incoming board members and committee chairs.
5. Be the Chairperson for the Biennial State Conference

3. Secretary

1. Record the minutes of all business at general, board and state conferences.
2. Assist the president in preparing agendas for the meeting.
3. Be custodian of all books and papers pertaining to this office.
4. Receive and file all records and communications.

4. Treasurer

1. Oversee VTAD's overall financial position.
2. Assist with preparing the association's annual budget and presenting it to the board.
3. Monitor income and expenditures by comparing the actual and budgeted figures.
4. Review financial statements (usually quarterly) and present them to the board with proof of bank statement.
5. File the annual federal 990 form.
6. File the biennial Non-Profit Corporation status with the State of Vermont.
7. Meet regularly with the president and other board members.
8. Oversee all budgets for events and provide a balance sheet.
9. Work with an auditor selected from the board of directors to review the funds collected at the end of each event.
10. Review donations, and allocate funds with approval of the board.

5. Member-at-Large

1. Works with the region representatives, assisting of scheduling and planning of activities.
2. Promote the interest of the Association in every way possible.
3. Assist all standing and interim committees appointed by the President.

6. Past President

1. Serve in an ex-officio non-voting capacity for one term
2. Assist the president during the transition into office
3. Serve as an advisor to the executive officers
4. Shall not intervene in the Board meetings except as requested by the president.
5. May assume special assignments as determined by the president.

Section 4. — Term of Office:

The President, vice-president, secretary, treasurer, and member-at-large shall serve a two (2) year term. No officer shall hold the same office for more than three consecutive terms. They shall be elected by ballot during biennial meeting years and their term shall commence at the conclusion of the biennial meeting. Board members shall commence their term on January 1st following the biennial election. Departing officers must provide training and transition to new officers for at least 3 months.

Section 5. — Nominations and Elections:

5.1 The role of President, Vice-President, Secretary, and Treasurer and Member-at-Large are to be elected at the biennial conference.

5.2 The vote for officers will be held by closed ballot. An open ballot can be moved with the approval of 2/3 general members present.

5.3 In the event of a tie, a second vote will be taken between the two top candidates to break the tie.

5.4 All ballot votes will be done in person.

5.5 Candidates can be nominated or can self-nominate at the Election.

5.6 All candidates for the Board of directors must, prior to election, be or become a member and be a current resident of the State of Vermont.

5.7 The candidate for officers must be deaf or hard of hearing and must be able to communicate in American Sign Language.

5.8 All candidates must be present in person for the running of officer.

5.9 No proxies are allowed for any candidate election.

5.10 Before an election of the executive officers, all candidates must give speeches, explain their views and what they intend to do when and if elected. Each office shall be filled in, one-by-one, by a majority vote of the general members

5.11 No person shall hold more than one (1) office in the Board of Directors.

5.12 When a vacancy occurs in the Board of Directors, the President shall appoint, with the approval of the board of the Directors, a board member to fill in the vacancy until a special election is held to fill the vacancy the remainder of the term.

5.13 When the office of President is vacant through his/her resignation or for any other reason, the Vice-President shall become President. If the Vice-President does not wish to become President, he/she then becomes acting President until a special election is held to fill the vacancy of the President for the remainder of the term.

Section 6. Impeachment

6.1. Process of impeachment

1. Talk to that person
2. Consult with the Past president to try resolving issues with that person
3. Have a private meeting amongst the board to discuss concerns (not a board meeting).
4. Bring up concerns at a regular board meeting or special emergency board meeting and give one warning with an improvement in 2 months. If no improvement, then ask to resign. If no resignation, then impeach. Save all documents.

6.2. Any executive officer who moves out of the State of Vermont during their term of office shall be required to resign from the Board of Directors.

Section 7. Meetings:

7.1 Board Meeting: The Board of Directors shall meet at least four (4) times a year on a quarterly basis.

7.2 Special meeting: A special meeting may be called by the president or by any two directors, with a majority vote of approval by the board of directors.

7.3 Meetings by Electronic Conference: Any meeting, regular or special, may be held by electronic conference or similar communication equipment, so long as all directors participating in the meeting can communicate with one another.

7.4 General Meeting: The Association shall host a general meeting at least three (3) times a year.

7.5 Biennial meeting: The Association shall meet in biennial state conferences during each odd-number year.

7.6 Quorum: A majority of the board of director's members are required to attend in order to constitute a quorum.

Article VI. STANDING COMMITTEES

Section 1.

The Board of Directors may set up and create committees and appoint active members to serve as chairperson for such committees.

Section 2.

All committees shall be under the auspices of the Board of Directors. All requests for Fundraising, and expenditures shall be proposed to the Board for approval prior to making final arrangements.

2.1 For delegates attending the National Association of the Deaf (NAD) State or Leadership conference, VTAD will pay 50% of costs for up to two (2) delegates to cover the delegate's conference/training, airfare, food and hotel to the maximum amount allowed pending the decision of the board of directors if so requested by the attendees.

Article VII. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of January and end on the thirtieth day of December of each year.

Article VI. AMENDMENT OF BYLAWS

The Bylaws may be amended or repealed by approval of two-thirds majority of the members of the Corporation, eligible and voting during a regular or special meeting of the membership, with thirty (30) days prior notice.

Article VIII. AMENDMENT OF THE ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be adopted by a recommendation of the Board of Directors and the approval of two-thirds of the members eligible and voting during a regular or special meeting of the members and after payment of all debts and liabilities, remaining assets shall be distributed to National organizations dedicated to the well-being of deaf and hard of hearing people. Article

VIII. DISSOLUTION OF THE CORPORATION

Dissolution of the Corporation will follow the procedure as specified in the Articles of Incorporation.

Article X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and consistent with these Bylaws and any special rules of order the corporation may adopt.

Vermont Association of the Deaf, Inc
Revised (3/26/2022)

Amended